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Attorneys for Defendant
KENNETH L. SCHROEDER

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

KENNETH L. SCHROEDER,

Defendant.

No. C 07 3798 JW

**[PROPOSED] ORDER GRANTING
MOTION OF KENNETH L. SCHROEDER
TO COMPEL FURTHER RESPONSES TO
DISCOVERY REQUESTS (TESTIMONY
AND DOCUMENTS) BY (1) KLA-TENCOR
CORPORATION AND (2) SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP,
ATTORNEYS FOR THE SPECIAL
COMMITTEE OF KLA'S BOARD OF
DIRECTORS**

Date: July 15, 2008
Time: 10:00 a.m.
Courtroom: 8
Judge: Magistrate Judge Howard R. Lloyd

1 Having heard and considered Defendant Kenneth L. Schroeder's Motion To Compel
2 Further Responses To Discovery Requests (Testimony and Documents) by (1) KLA-Tencor
3 Corporation and (2) Skadden, Arps, Slate, Meagher & Flom LLP, Attorneys for The Special
4 Committee of KLA's Board of Directors ("Motion"), the responses thereto, and the arguments of
5 counsel, the Motion is GRANTED.

6 KLA-Tencor Corporation and Skadden, Arps, Slate, Meagher & Flom LLP are hereby
7 ordered to produce documents to Mr. Schroeder and to permit testimony concerning the following
8 categories, without interposing objections on the basis of the attorney-client privilege or the work
9 product doctrine: (1) all communications created prior to May 22, 2006 with or involving the
10 Company's inside and outside attorneys relating to KLA's option granting and accounting
11 practices; (2) the original notes of witness interviews and all drafts and versions of witness
12 interview memoranda created in connection with the investigation of the Special Committee of
13 KLA's Board of Directors concerning stock option granting and accounting practices; (3) all
14 documents and communications concerning stock option granting and accounting practices
15 disclosed to government agencies and/or the NASD, including documents orally referenced in
16 discussions with government agencies and/or the NASD, but not left with them; (4) all other
17 documents or communications concerning or relating to the Special Committee investigation; and
18 (5) all documents and communications shared with KLA's outside auditors relating to KLA's
19 option granting and accounting practices and the Special Committee investigation.

20 IT IS SO ORDERED.

21
22 DATED: _____, 2008.

The Honorable Howard R. Lloyd
United States Magistrate Judge

1 Presented By:

2 DLA PIPER US LLP

3
4 By: /s/ Jeffrey B. Coopersmith
5 SHIRLI FABBRI WEISS (Bar No. 079225)
6 DAVID PRIEBE (Bar No. 148679)
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